



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 5

77 WEST JACKSON BOULEVARD
CHICAGO, IL 60604-3590

REPLY TO THE ATTENTION OF:
S-6J

JAN 30 2008

J. Michael Davis, Esq.
Principal Counsel - Environmental
Georgia-Pacific LLC
133 Peachtree St., NE
P.O. Box 105605
Atlanta, GA 30348-5606



Bonnie Allyn Barnett, Esq.
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Streets
Philadelphia, PA 19103-6996

Polly Synk
Assistant Attorney General
Environment, Natural Resources, and Agriculture Division
Department of Attorney General
P.O. Box 30755
Lansing, MI 48909

Re: Modification to Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site. Docket No. V-W-07-C-863

Dear Mr. Davis, Ms. Barnett and Ms. Synk:

The United States Environmental Protection Agency ("U.S. EPA") believes that it is appropriate to formally modify the Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper/Portage Creek/Kalamazoo River Superfund Site. Docket No. V-W-07-C-863 ("Settlement Agreement") to reflect certain agreements made earlier this year regarding: (1) waste disposal locations; and (2) the amount of funding that will be reimbursed to Georgia-Pacific LLC and Millennium Holdings, LLC from U.S. EPA's special account. Section XXVII, Paragraph 74 of the Settlement Agreement provides that any requirement thereof may be modified in writing by mutual agreement of the parties. Accordingly, U.S. EPA proposes the following modifications to the Settlement Agreement:

1. Section VIII. Paragraph 15.d is modified to provide, in its entirety, as follows in bolded text:

15.d: Waste Material Disposal

i. All sediments will be designated and segregated as TSCA and non-TSCA waste using the methodology approved by U.S. EPA in connection with response actions at the Lower Fox River site in Wisconsin, as described in the 2007 Pre-Final Design Report and Remedial Action Work Plan, dated March, 2007. Figure 1 (Classification of Soil and Sediment Removal Areas by PCB Concentration) depicts the application of that methodology to the Plainwell Impoundment area, and is incorporated into and made a part of this Settlement Agreement.

ii. All Waste Material with PCB concentrations equal to or greater than 50 mg/kg PCB, as identified on Figure 1, shall be transported off-Site to a chemical waste landfill that is in compliance with all state and federal regulatory requirements.

iii. All Waste Material with PCB concentrations less than 50 mg/kg shall be transported off-Site and disposed in an appropriately licensed and permitted commercial landfill.

iv. Fourteen (14) days prior to any change in disposal location for either TSCA or non-TSCA Waste Material, Respondents shall notify U.S. EPA and the State in writing.

2. Paragraphs 39.b.2 and 39.b.3 are modified to increase U.S. EPA's disbursement of funds from the Plainwell Impoundment Disbursement Special Account as follows in bolded text:

* * *

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|----|--|---|
| 2. | U.S. EPA written notice that all Work associated with the first year of construction has been completed successfully | \$500,000 of the funds in the Plainwell Impoundment Area Special Account |
| 3. | U.S. EPA Notice of Completion of the Work | \$800,000 of the funds in the Plainwell Impoundment Area Disbursement Special Account |

My signature on this letter represents U.S. EPA's written agreement with the proposed modifications. At the close of this letter are signature pages for each other party to the

Settlement Agreement. If the modifications set forth above are acceptable, please obtain the signature of the person authorized to agree to them on behalf of your client(s), and return the original signature page to Eileen Furey of the Office of Regional Counsel. Upon receipt of all signatures, Eileen will distribute copies to all parties and update the Administrative Record with this modification.

Sincerely yours,

A handwritten signature in cursive script that reads "Richard C. Karl". The signature is written in dark ink and is positioned above the printed name and title.

Richard C. Karl
Director, Superfund Division
Region 5

Enclosure

THE UNDERSIGNED PARTY enters into this Modification to Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site in Kalamazoo and Allegan Counties, Michigan.

FOR MILLENNIUM HOLDINGS, LLC

Date: 2/22/08

By: Deborah W. Kryak
Deborah W. Kryak
Director, Retained Liabilities and
Remediation

THE UNDERSIGNED PARTY enters into this Modification to Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site in Kalamazoo and Allegan Counties, Michigan.

FOR GEORGIA-PACIFIC LLC

Date: 3/12/2008

By:

Tom A. Butz
Tom Butz

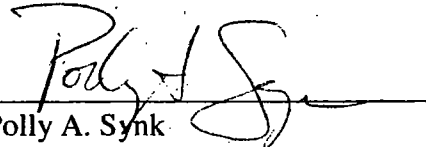
SVP Compliance & Ethics

THE UNDERSIGNED PARTIES enter into this Modification to Administrative Settlement Agreement and Order on Consent for Removal Action at the Plainwell Impoundment of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site in Kalamazoo and Allegan Counties, Michigan.

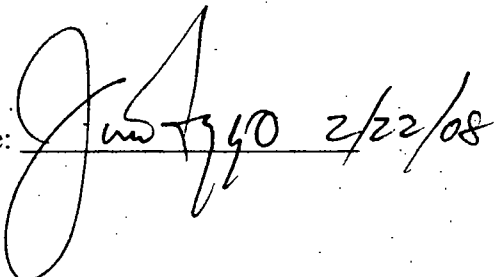
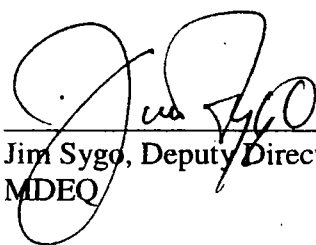
FOR THE STATE OF MICHIGAN:

Michael A. Cox
Attorney General

Date: Feb. 13, 2008

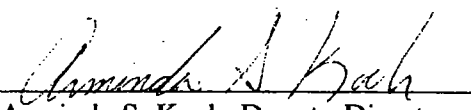
By: 
Polly A. Synk
Assistant Attorney General
Environment, Natural Resources,
and Agriculture Division

FOR THE MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY:

Date:  2/22/08 By: 
Jim Sygo, Deputy Director
MDEQ

FOR THE MICHIGAN DEPARTMENT OF NATURAL RESOURCES:

Date: 2-22-2008

By: 
Arminda S. Koch, Deputy Director
MDNR